

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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: In re : Chapter 11
: :
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: :
: Debtors. : (Jointly Administered)
: :
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ORDER TO SHOW CAUSE WHY EXPEDITED MOTION FOR INTERIM AND FINAL
ORDER AUTHORIZING DEBTORS TO (I) ENTER INTO SECOND AMENDMENT TO
ACCOMMODATION AGREEMENT WITH CERTAIN PARTICIPATING DIP
LENDERS AND (II)(A) ENTER INTO RELATED DOCUMENTS AND (B) PAY
FEES IN CONNECTION THEREWITH SHOULD NOT BE GRANTED

Upon the above-captioned debtors' Expedited Motion For Interim And Final
Order Authorizing Debtors To (I) Enter Into Second Amendment To Accommodation
Agreement With Certain Participating DIP Lenders And (II)(A) Enter Into Related Documents
And (B) Pay Fees In Connection Therewith (the "Motion"),¹ dated March 31, 2009; and upon the
affidavit of Kayalyn A. Marafioti, sworn to March 31, 2009, in support of the application for an
expedited hearing on the Motion; and good cause having been shown, and sufficient cause
appearing therefor, it is hereby

ORDERED that parties-in-interest show cause before the Honorable Robert D.
Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling
Green, Room 610, New York, New York 10004, on April 2, 2009 at 10:00 a.m. (prevailing
Eastern time), why the Motion should not be granted on an interim basis pending a final hearing
on the Motion at the next scheduled omnibus hearing on April 23, 2009 at 10:00 a.m. (prevailing
Eastern time); and it is further

¹ Capitalized terms used and not otherwise defined herein shall have the meanings set forth in the Motion.

ORDERED that service of this order to show cause and the pleadings on which it is based shall be made by hand or overnight delivery AND by electronic mail (except with respect to the office of the United States Trustee and except to the extent that such e-mail addresses are unknown) as soon as practicable, but in no event later than 1:00 p.m. (prevailing Eastern time) on April 1, 2009, upon (i) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Brian Masumoto); (ii) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude); (iii) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart); (iv) counsel for GM, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Att'n: Jeffrey L. Tanenbaum); (v) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald S. Bernstein and Brian Resnick); (vi) counsel for the Tranche C Collective, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019 (Att'n: Richard Mancino and Marc Abrams); and (vii) counsel for the United States Department of the Treasury, Cadwalader, Wickersham & Taft LLP, One World Financial Center, New York, New York 10281 (Att'n: John J. Rapisardi); and it is further

ORDERED that notice of the Motion also shall be provided in the manner and to the parties set forth in the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Thirteenth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain

Notice, Case Management, And Administrative Procedures, entered December 4, 2008 (Docket No. 14534); and it is further

ORDERED that answering papers, if any, shall be served upon the above-named parties and upon counsel to the above-captioned debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.) and Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036 (Att'n: Kayalyn A. Marafioti and Thomas J. Matz) (with a hard copy to Chambers and the Office of the United States Trustee (Att'n: Brian Masumoto)) by hand delivery AND by electronic mail (except with respect to the office of the United States Trustee) so as to be RECEIVED no later than April 2, 2009, at 8:00 a.m. (prevailing Eastern time).

Dated: New York, New York
April 1, 2009

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE